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LOUIS E. GITOMER
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March 4, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 23370-G FILED
MAR 05 '02 2:36 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a First Supplement to Memorandum of Lease Agreement, a secondary document, dated as of February 26, 2002. The primary document to which this is connected is recorded under Recordation Number 23370. We request that this document be recorded under Recordation Number 23370-G.

The names and addresses of the parties to the First Supplement to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

Pacer International, Inc.
1340 Treat Blvd., Suite 200
Walnut Creek, CA 94596

A description of the equipment covered by the First Supplement to Memorandum of Lease Agreement consists of one three unit MAXI IV intermodal railcar numbered BRAN 6018.

BALL JANIK LLP

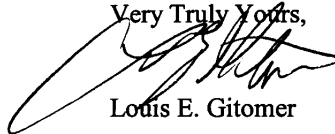
Honorable Vernon A. Williams
March 4, 2002
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A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a First Supplement to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Pacer International, Inc., 1340 Treat Blvd., Suite 200, Walnut Creek, CA 94596, covering one three unit MAXI IV intermodal railcar numbered BRAN 6018.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 23370-G FILED

MAR 05 '02

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SURFACE TRANSPORTATION BOARD

FIRST SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

BETWEEN

LASALLE NATIONAL LEASING CORPORATION

AND

PACER INTERNATIONAL, INC.

Dated as of February 26, 2002

MAR 05 '02

2-30 PM

FIRST SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This First Supplement to Memorandum of a Lease Agreement is made and entered into as of February 26, 2002 among LaSalle National Leasing Corporation ("Lessor") and Pacer International, Inc. ("Lessees").

WITNESSETH:

1. Lessor and Lessee entered into a Memorandum of Lease Agreement dated as of February 1, 2001, where Lessor leased to Lessee and Lessee leased from Lessor 52 MAXI IV Intermodal Railcars numbered BRAN 6000 - 6051, inclusive, and which was recorded at the Surface Transportation Board (the "Board") at 4:32 p.m. on February 1, 2001 under Recordation Number 23370 and with the Registrar General of Canada pursuant to Section 105 of the Canadian Transportation Act on February 14, 2001 at 1:28 p.m.

2. The Memorandum of Lease Agreement and Schedule A to the Memorandum of Lease Agreement are hereby amended to exclude therefrom one MAXI IV Intermodal Railcar numbered BRAN 6018.

3. Except as amended hereby, the Memorandum of Lease Agreement shall remain unaltered and in full force and effect.

4. This First Supplement to Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: LaSalle National Leasing Corporation

By:

Ryan McManis

Title:

V.P.

Lessee: Pacer International, Inc.

By:

J. B. DeSantis

Title:

Treasurer

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 28th day of February, 2002, before me personally appeared Regina McManus, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

DANA L. WELKER
NOTARY PUBLIC
BALTIMORE COUNTY

Dana L. Welker
NOTARY PUBLIC
My commission expires: 11/12/03

STATE OF California)
) ss.
COUNTY OF Contra Costa)

On this 26 day of February, 2002, before me personally appeared Joe Doherty, to me personally known, who being by me duly sworn, says that he is the Treasurer of Pacer International, Inc., that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

Hilary Anne Young
NOTARY PUBLIC
My commission expires:

